

TIOGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

PLEASE NOTE: PRIOR TO SUBMITTING A COMPLETED FINAL APPLICATION AND EAF, PLEASE ARRANGE TO MEET WITH THE AGENCY'S STAFF TO REVIEW YOUR DRAFT APPLICATION AND EAF

Date: 5/20/15

APPLICATION OF: Nichols Cross Dock, LLC
APPLICANT NAME

Nichols Cross Dock, LLC
OWNERSHIP OF PROPOSED PROJECT
(APPLICANT OR OTHER OWNER)

Type of Application:

- | | |
|--|--|
| <input type="checkbox"/> Tax-Exempt Bonds | <input type="checkbox"/> Taxable Bonds |
| <input type="checkbox"/> Both Taxable and Tax-Exempt Bonds | <input checked="" type="checkbox"/> Sale/Leaseback |
| | <input checked="" type="checkbox"/> Bank Financing |
| <input type="checkbox"/> Refunding | <input type="checkbox"/> Amendment |
| <input type="checkbox"/> Second Mortgage | <input type="checkbox"/> Transfer |

Type of Project:

- | | |
|---|--|
| <input type="checkbox"/> Industrial/Manufacturing | <input checked="" type="checkbox"/> Warehousing |
| <input type="checkbox"/> Commercial/Office | <input type="checkbox"/> Pollution Control/
(indicate type)
_____ |
| <input type="checkbox"/> Not-for-Profit/Civic
(Specify) _____
_____ | <input type="checkbox"/> Energy or Cogeneration Facility |
| <input type="checkbox"/> Commercial/Retail | <input checked="" type="checkbox"/> Other (specify)
<u>Office distribution</u>
_____ |
| <input type="checkbox"/> Solid Waste | |

Description of Project (check one or more):

- New Construction
- Acquisition of existing facility
- Addition to existing facility
 - Existing IDA project
- Purchase of new machinery and equipment
- Renovation/modernization of existing facility
 - Existing IDA project
- Purchase of used machinery and equipment

Please respond to all items either by filling in blanks, by attachment (by marking space "See Attachment Number 1," etc.) or by N.A., where not applicable. This application must be filed in 4 copies. A complete application is essential for the Agency's determination of whether to provide the financial assistance requested. A non-refundable application fee of \$2,500.00 is required at the time of submission of this application to the Tioga County Industrial Development Agency (the "Agency"). In the event that multiple public hearings are required, \$500.00 per hearing will be charged in addition to the application fee.

The attached Environmental Assessment Form ("EAF") is an integral part of this application. This application will not be deemed complete unless accompanied by a fully completed EAF.

Before inducement, Bond Counsel (or Transaction Counsel, in the case of a Sale/Leaseback) will require a \$2,500 deposit which will be applied to actual out-of-pocket fees and disbursements made during the inducement and negotiation processes, and will be reflected on their final statement at closing.

Information provided herein will not be made public by the Agency prior to the passage of an Official Inducement Resolution, but may be subject to disclosure under the New York Freedom of Information Law.

APPLICANTS FOR FINANCIAL ASSISTANCE TO RETAIL FACILITIES ALSO COMPLETE RIDER A

APPLICANTS FOR TAX-EXEMPT BONDS ALSO COMPLETE RIDER B

I. OWNER DATA

A. PROPOSED PROJECT OWNER (THE "OWNER")

NAME Nichols Cross Dock, LLC

ADDRESS One Webster's Landing, Syracuse, NY 13202

CONTACT Charlie Wallace POSITION Member

PHONE (315) 214-7647 FEDERAL EMPLOYER I.D.# 47-3834013

FAX (315) 471-5373 E-MAIL cwallace@vipstructures.com

NAICS CODE 531120

BUSINESS TYPE:

SOLE PROPRIETORSHIP LIMITED LIABILITY COMPANY

GENERAL PARTNERSHIP LIMITED PARTNERSHIP

OTHER (PLEASE DESCRIBE) _____

State and Date of Organization New York, 4/27/15

PRIVATELY HELD CORPORATION

PUBLIC CORPORATION LISTED ON _____ EXCHANGE

State and Date of Incorporation _____

NOT-FOR-PROFIT CORPORATION

Qualified Under Section ____ of Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter _____

EDUCATION CORPORATION

Qualified Under Section ____ of the Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter _____

ATTORNEY Kevin Pole, Esq.
 FIRM NAME Bond, Schoeneck & King, PLLC
 ADDRESS One Lincoln Center, Syracuse, NY 13202
 PHONE (315) 218-8146 FAX (315) 218-8446
 E-MAIL Kpote@bsk.com

B. FACILITY USER (tenant using more than 10% of the square footage of the Facility, if different than the Owner) (THE "USER")

NAME FedEx Freight, Inc.
 ADDRESS c/o FedEx Services 1000 FedEx Dr., Moon Township, PA 15108
 CONTACT Debbie Dillinger POSITION Tax Advisor - FedEx Services
 PHONE ⁽⁴¹²⁾ 859-5089 FEDERAL EMPLOYER I.D.# 71-0562003
 FAX ⁽⁴¹²⁾ 859-5082 E-MAIL debbie.dillinger@fedex.com
 NAICS CODE 484122

BUSINESS TYPE:

SOLE PROPRIETORSHIP LIMITED LIABILITY COMPANY

GENERAL PARTNERSHIP LIMITED PARTNERSHIP

OTHER (PLEASE DESCRIBE) _____

State and Date of Organization _____

PRIVATELY HELD CORPORATION

PUBLIC CORPORATION LISTED ON NYSE EXCHANGE

State and Date of Incorporation 5/11/82

NOT-FOR-PROFIT CORPORATION

Qualified Under Section ____ of Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter _____

EDUCATION CORPORATION

Qualified Under Section ____ of the Internal Revenue Code (attach a copy of IRS Determination Letter)

State and Date of Incorporation or Charter

ATTORNEY TBD

FIRM NAME _____

ADDRESS _____

PHONE _____ FAX _____

E-MAIL _____

(Please provide names of each additional User, if any, and all of the information requested above, on a separate sheet and attach it to this questionnaire.)

- C. Any related person (e.g., stockholder, principal, partner, member, parent corporation, sister corporation, subsidiary) to the above Owner or User proposed to be a user of the Project.

<u>NAME</u>	<u>BUSINESS TYPE</u>	<u>RELATIONSHIP</u>
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- D. Principal stockholders or partners of the Owner and the User, if any (i.e., owners of 5% or more equity in the Owner or the User):

<u>NAME</u>	<u>% OWNED</u>	<u>WHICH COMPANY</u>
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owner {	<u>NHW Syracuse, LLC</u>	<u>100%</u>	<u>Nichols Cross Dock, LLC</u>
	<u>David C. Nutting</u>	<u>64.3</u>	<u>NHW Syracuse, LLC</u>
	<u>James E. Herr</u>	<u>13.2</u>	<u>NHW Syracuse, LLC</u>
	<u>Charles C. Wallace</u>	<u>22.5</u>	<u>NHW Syracuse, LLC</u>
user →	<u>FedEx Freight, Inc.</u>	<u>100%</u>	<u>FedEx Freight Corporation</u>

- E. **APPLICANTS FOR TAX-EXEMPT FINANCING:** If any of the above persons, or a group of them, owns more than a 50% interest in the Owner or the User, list all other persons that are related to the Owner or the User by virtue of such owners having more than a 50% interest in such other persons.

N/a

- F. **APPLICANTS FOR TAX-EXEMPT FINANCING:** Is the Owner or the User related to any other person by reason of more than 50% common ownership? If so, indicate the name of each related person and the Owner's or User's relationship to such person.

N/a

- G. List the Owner's and the User's parent corporations, sister corporations and subsidiaries if any.

User - FedEx Freight Corporation

Owner - NHW Syracuse, LLC

- H. Has the Owner or the User (or any other entity listed in answer to questions C-G above) been involved in or benefitted by any prior tax-exempt bond financing in the town/city/village in which this Project is located, whether through the Agency, JDA or another issuer? If so, please explain in full (e.g., name of issuer and beneficiary; original amount of issue; date of issue; current amount outstanding; purpose of issue; etc.).

Owner - NO

User, NO

I. Has the Owner or the User (or any related person) made a public offering or private placement of its stock within the last year? If so, please describe and provide the prospectus or other offering materials used.

owner, no
user, no

J. Has the Owner or the User (or any related person) applied to any other Industrial Development Agency in regard to this Project? If so, please provide details of any action taken with respect to the Project and the current status of such application.

Owner, no
user, no

K. List the major bank references of the Owner and the User.

Owner {
• Richard W. Driscoll, M+T Bank (315) 424-4445
rdiscoll@mandtbank.com
• Jaime Tuozzolo, First Niagara Bank (315) 477-6063
jaime.tuozzolo@fnfg.com

II. OWNER'S OPERATIONS AT CURRENT LOCATION

- A. Address n/a
- B. Acreage of existing facility _____
- C. Number of buildings and square feet of each building

- D. Owned or leased _____
- E. Please describe the type of operation (e.g., manufacturing, wholesale, distribution, retail, etc.) and products and services offered at current location: _____

F. Employment (current number of full-time employees or the equivalent) _____

n/a

G. Annual payroll amount n/a

III. USER'S OPERATIONS AT CURRENT LOCATION

A. Address _____

B. Acreage of existing facility _____

C. Number of buildings and square feet of each _____

D. Owned or leased _____

E. Please describe the type of operation (e.g., manufacturing, wholesale, distribution, retail, etc.) and products and services offered at current location: _____

F. Employment (current number of full time employees or the equivalent) _____

G. Annual payroll amount _____

IV. PROPOSED PROJECT DATA

A. Location of Project - Please attach a map highlighting the location of the Project. In addition, please give the real property tax map number and exact street address of the Project, including the city or village (if any) and town in which the Project will be located. (If no street address is available, please include a survey and the most precise description available.) Please also identify the school district within which the Project will be located: 734 Stanton Hill Road,

Nichols, NY

B. Project Site - Please submit 3 copies of plans or sketches of the proposed acquisition, renovation or construction (under separate cover is permissible). Also attach a photograph of the site or existing facility to be improved.

1. Acreage 20.851 +/- acres

2. Acquisition of existing buildings:

a) Existing buildings to be acquired (number of buildings and square feet of each building):

NONE

b) Does the Project consist of additions and/or renovations to existing buildings? If so, indicate the nature of the expansion and/or renovation in reasonable detail.

NO

3. New Construction:

a) Number and square feet of each new building to be constructed:

① Service Center/Office - 24,560 SF, 5151 SF (connected)
② Repair Shop - 9,679 SF

b) Builder or contractor and address:

VIP Structures, Inc., One Webster's Landing
Syracuse, NY 13202

c) Architect and address:

VIP Architectural Associates, PLLC,
One Webster's Landing, Syracuse, NY 13202

4. Present use of the Project site:

vacant lot / farming

5. Present user of Project site:

Farmer

6. Relationship of present user of Project site to the Owner, if any: _____

Present owner is Town of Nichols

C. Project Use Description – Please provide a detailed description of the Project and the Project’s intended use. (E.g., “The construction and equipping of an approximately _____ square foot building, of which _____ square feet will be used for the manufacturing of _____, _____ square feet will be used for warehousing finished products and _____ square feet will be used for office space, and the acquisition and installation of the following items of machinery and equipment: _____, all to be used by the Owner/User in connection with the manufacturing and/or warehousing of _____ for the _____ industry.) If additional space is necessary, please attach an exhibit to this application.

description will be attached

APPLICANTS FOR TAX-EXEMPT FINANCING PLEASE NOTE: The Tax Reform Act of 1986 limits the types of facilities that are eligible for tax-exempt financing to manufacturing facilities, civic facilities and certain other exempt facilities.

n/a

D. Are there utilities on site? NO - on Stanton Rd adjacent to site, but not portion we are purchasing

- a. Water (indicate municipal or other) Town of Nichols
- b. Sewer (indicate municipal or other) Town of Nichols
- c. Electric (Name of utility company) NYSEG
- d. Gas (Name of utility company) NYSEG

The Project entails the construction and equipping of a 52 door cross dock facility for FedEx Freight, on a 21 acre site located in the Town of Nichols, NY. The stand-alone site is approximately 30 miles west of Binghamton and is less than a mile from an Interstate 86 interchange.

There will be two buildings constructed on the site; a combined service center (24,560 SF)/office (5,151 SF) building and a vehicle repair shop (9,679 SF). In addition, there will be a fueling island and small truck lubrication shop. There will be 169 truck parking spaces and 71 car parking spaces. The site has been designed to allow for an expansion of the service center to increase the number of doors to as many as 88 in addition to increased parking capacity.

In addition to the real property development, the Project will include the purchase of certain fixtures, furniture and equipment, including the following.

- Truck axle scale
- Lubrication system
- Loading dock plates, levelers, bumpers and shelters
- Steam cleaner
- UST fuel system
- Lockers and benches
- Miscellaneous office furniture and equipment
- Projection screens

The completed Project will be owned by Nichols Cross Dock, LLC and leased to FedEx Freight as a distribution facility for the logistics industry.

E. If any space in the Project is to be leased by the Agency or the Owner to third parties, or subleased by the User to third parties, indicate the total square footage of the Project to be leased to each tenant, and the proposed use of that space by each tenant. Although the tenants may not yet be known, the general purposes for which the Project will be used must still be indicated (e.g., manufacturing, office, warehouse, etc.). Use a separate sheet, if necessary.

The entire project will be leased to the User by the Owner.

F. 1. List principal items or categories of equipment to be acquired as part of the Project and identify whether equipment will be new or used.

Owner - new fuel island, truck lubrication system

User - new distribution/conveying equipment, misc. office equipment.

2. Have any of the items or categories listed above been ordered or obtained? If so, enclose copies of purchase orders, contracts and/or invoices.

NO

G. Has construction work on the Project begun? If so, complete the following:

- 1. Site clearance yes no _____% complete
- 2. Foundation yes no _____% complete
- 3. Footings yes no _____% complete
- 4. Steel yes no _____% complete
- 5. Masonry yes no _____% complete

6. Other (describe below):

Construction work has not yet begun

H. Existing facilities within New York State:

1. Are there other facilities owned, leased or used by the Owner or User (or any related person) within the state? If so, tell where such facilities are located and describe the terms of the Owner's or the User's (or any related person's) interest in such facilities.

Owner - no

User - see attached.

2. If there are other facilities within the state, is it expected that any of these other facilities will close or be subject to reduced activity as a result of the proposed Project?

yes no

3. If you answered "No" to question 2 above, please explain in detail how current facilities will be utilized.

4. If you answered "Yes" to question 2 above, please indicate whether the Project is reasonably necessary for the Owner or User, as applicable, to maintain its competitive position in its industry and explain in detail.

The current facility located at 364 Industrial Dr., Binghamton, NY has reached capacity. The Project in Nichols will address current capacity constraints and enable growth in the region.

The facility at 364 Industrial Dr sits on 3.46 acres and has 26 dock doors. The new facility will sit on 20.851 +/- acres and will have 52 dock doors. The current FTE is 37.5; it is anticipated that an additional 16 FT positions will be created in the first two years of the bigger facility

FedEx Freight, Inc.
Listing of New York Locations

Service Center	AL B574	ALBANY NY	1500 Rotterdam Industrial Park	Schenectady	NY	12306	Leased
Service Center	BGM568	BINGHAMTON	364 Industrial Drive	Binghamton	NY	13904	Owned
Service Center	BUF562	BUFFALO NY	1930 Military Road	Buffalo	NY	14217	Leased
Service Center	LNYS97	LONG ISLAND	125 Dale Street	West Babylon	NY	11704	Leased
Service Center	NLI384	NORTH LONG ISLAND	127 DALE STREET	WEST BABYLON	NY	11704	Leased
Service Center	NWB570	NEWBURGH	191 Neelytown Road	Montgomery	NY	12549	Leased
Service Center	PLB513	Plattsburgh	223 Sharron Avenue	Plattsburgh	NY	12901	Leased
Service Center	ROC564	Rochester NY	2 Boon Drive	North Chili	NY	14514	Leased
Service Center	SYR566	SYRACUSE	201 Canada Drive	East Syracuse	NY	13057	Leased
Service Center	WNY572	WATERTOWN NY	23064 COUNTY ROUTE 51	Watertown	NY	13601	Leased

5. Has the Owner or the User thought about moving to another state? Has the Owner or the User engaged in any negotiations in that regard? If so, please explain.

n/a

6. Will the Project meet current zoning requirements at its proposed location?

yes no

a) What is the present zoning? 12-B-A-R

b) What zoning is required? 12-B-A-R

c) If a change of zoning is required, please provide the details regarding, and described the status of, any change of zoning request.

n/a

7. Is the Project site in an Agricultural District, in a primarily agricultural area, or currently in agricultural use? If yes, provide details.

Zoned industrial and has previously been used for agriculture.

8. Is the Project site in a Historic District or does it contain any buildings of historical significance? If yes, describe.

no

9. Are any federal or state wetlands or any other environmentally critical or sensitive areas on or contiguous to the Project site? If yes, describe.

The owner has completed fieldwork for a wetlands delineation. The report is being completed. There are no NYS designated wetlands on the Project site. Wetlands have been identified and the owner is in the process of determining whether the wetlands will come under Federal jurisdiction.

10. Does the Project site contain any underground or above ground storage tanks or wells, whether or not currently in use? If yes, describe.

no

11. List any state, local or federal consents or approvals (e.g., site plan approval, special use permit, environmental permits, certificates of need) that will be necessary in connection with the Project and describe the status of each such consent or approval.

Underground fuel storage tanks - NYS DEC Permit
Building Permit - Town of Nichols
Road Cut Permit, utility extension - Tioga County

- I. Does the Owner or the User (or any related person) currently lease the Project site?

yes no

- J. Does the Owner or the User (or any related person) now own the Project site?

yes no

1. If so, indicate:
 - a) Date of purchase _____
 - b) Purchase price _____
 - c) Balance of existing mortgage _____
 - d) Holder of mortgage _____
 - e) Special conditions _____

2. If not, does the Owner (or any related person) have an option or a contract to purchase the site and/or any buildings on the site?
 yes no

3. If so, please attach a copy of the option or contract and indicate:
 - a) Date signed 2/2/15
 - b) Purchase price \$20,000/acre
 - c) Proposed settlement/closing date TBD

K. Has an Environmental Audit or other examination of the environmental condition of the Project site been prepared within the last five years?

- yes no

If yes, please attach a copy.

V. PROJECT COSTS

- A. Give an accurate estimate of the cost of each of the following items, specifying in each instance the best estimate of the portion of such costs to be financed with tax-exempt or taxable bond proceeds, if applicable:

	<u>TOTAL COST AND</u> <u>% BOND FINANCED</u>	
LAND*.....	<u>445,000</u>	(<u>0</u> %)
ACQUISITION AND REHABILITATION COSTS:		
Existing Building**	<u>n/a</u>	(<u>0</u> %)
Cost of Rehabilitation	<u>n/a</u>	(<u>0</u> %)
COST OF NEW CONSTRUCTION:		
Construction of New Building	<u>10,283,392,000</u>	(<u>0</u> %)
New Additions to or Expansions of Existing of Existing Building	<u>—</u>	(<u>—</u> %)
ENGINEERING/ARCHITECTURAL FEES	<u>419,000</u>	(<u>0</u> %)
MANUFACTURING EQUIP. TO BE INSTALLED...	<u>—</u>	(<u>—</u> %)
OTHER EQUIP. TO BE INSTALLED	<u>460,000</u>	(<u>0</u> %)
LEGAL FEES (Bank, Bond, Agency & Company Counsel).....	<u>47,500.00</u>	(<u>0</u> %)
FINANCIAL CHARGES (specify).....	<u>346,900</u>	(<u>0</u> %)
AGENCY FEES.....	<u>114,384</u>	(<u>0</u> %)
OTHER FEES/CHARGES, etc. (specify):		
<u>See attached</u>	<u>858,425</u>	(<u>0</u> %)
_____	_____	(<u>0</u> %)
_____	_____	(<u>0</u> %)
TOTAL PROJECT COSTS:	\$ <u>12,974,601</u>	(<u>0</u> %)
AMOUNT OF BOND REQUESTED (if applicable):	\$ <u>0</u>	

* **APPLICANTS FOR TAX-EXEMPT FINANCING NOTE:** If acquiring land, please note that federal law prohibits the use of 25% or more of tax-exempt bond proceeds for the purchase of land.

** **APPLICANTS FOR TAX-EXEMPT FINANCING NOTE:** If acquiring existing buildings, please note that federal law prohibits the acquisition of existing buildings with tax-exempt bond proceeds unless the rehabilitation expenses to be incurred with respect

Section V. Project Costs

Item A.

Financial Charges

Construction Financing Fee	100,600
Permanent Financing Fee	50,300
Construction Interest	196,000
Total Financial Charges	346,900

Agency Fees

Application Fee	2,500
IDA Fee	111,884
Total Agency Fees	114,384

Other Fees/Charges

Town/County approvals	5,000
Environmental audit	2,500
Surveys	14,000
Geotechnical report	12,500
Traffic impact study	16,000
Cultural resource study	20,100
Subdivision	5,000
Plan review	5,000
Other due diligence	7,925
Insurance	17,000
Appraisal	2,500
Real property taxes	5,000
Lender inspections	9,000
Broker commission	309,400
Misc. recording fees	2,500
Title Insurance	25,000
Development fee	400,000
Total Other Fees/Charges	858,425

to the building within three years are equal to or greater than 15% of the portion of the cost of acquiring the building that is financed with tax-exempt bond proceeds. Rehabilitation does not include any amount expended on new construction (additions or expansions). These provisions do not apply to "Civic Facilities" for 501(c)(3) organizations.

B. Method of financing costs:

	<u>AMOUNT</u>	<u>TERM</u>
1. Tax-exempt bond financing	\$ _____	_____ years
2. Taxable bond Financing	\$ _____	_____ years
3. IDA Sale/Leaseback with conventional financing***	\$ _____	_____ years
4. IDA Sale/Leaseback with Owner/User Financing	\$ <u>10,100,000</u>	<u>10</u> years
5. JDA or other governmental funding***	\$ _____	_____ years
6. Other loans***	\$ _____	_____ years
7. Company's/Owner's equity contribution	\$ <u>2,874,601</u>	
TOTAL PROJECT COSTS:	\$ <u>12,974,601</u>	

*** Copies of all commitments must be submitted to the Agency before drafting of any bond or transaction documents can begin.

C. **APPLICANTS FOR TAX-EXEMPT FINANCING:** Have any of the above costs, which are to be reimbursed out of tax-exempt bond proceeds, been paid or incurred (including contracts of sale or purchase orders) as of the date of this application?

- yes no

If so, please give particulars, including dates paid or incurred on a separate sheet.

- D. **APPLICANTS FOR TAX-EXEMPT FINANCING:** Are costs of working capital, moving expenses, work in progress or stock in trade included in the proposed uses of the tax-exempt bond proceeds? Give details.

n/a

- E. Will any of the funds to be borrowed through the Agency be used to repay or refinance an existing mortgage, outstanding loan or outstanding bond issue? Give details.

n/a

- F. Has the Owner made any arrangements for the marketing or the purchase of the bond or bonds? If so, indicate with whom and provide copies of any commitments and/or term sheets.

n/a

VI. MEASURES OF GROWTH AND BENEFITS

- A. Please complete the chart below by indicating on line #1 the present number of full-time or equivalent employees and the annual payroll for all current facilities of the User. On line #2, please provide the information with respect to Tioga County facilities only. (If no facilities are currently in Tioga County, indicate "0.") On lines #3 and #4, provide projections of employment and payroll at the proposed Project in Tioga County for the first and second year after the Project's completion:

		Full Time or Equivalent Employees	Annual Payroll \$
1.	PRESENT (^{current Binghamton facility} All Current Facilities)	<u>37.5</u>	<u>1,900,000</u>
2.	PRESENT (Tioga County Only)	<u>N/A</u>	<u>N/A</u>
3.	FIRST YEAR (Tioga County Only)	<u>41.5</u>	<u>2,100,000</u>
4.	SECOND YEAR (Tioga County Only)	<u>43</u>	<u>2,200,000</u>

B. What, if any, will be the expected increase in the annual dollar amount of sales or business activity?

\$ See below

C. Describe, if applicable, other benefits anticipated as a result of this Project, including but not limited to job retention.

With the completion of this project, door capacity will be double that of the current facility, enabling FXF to maintain a location in the region, retain current employment levels, and be prepared for anticipated volume growth through 2030.

VII. PROJECT CONSTRUCTION SCHEDULE

A. What is the proposed date for commencement of construction or acquisition of the Project?

July 1, 2015

B. Give an accurate estimate of the time schedule to complete the Project and when the first use of the Project is expected to occur (use additional sheets if necessary).

July 31, 2016 (see attached schedule)

C. At what time or times and in what amount or amounts is it estimated that funds will be required? Please provide your most accurate estimate.

VIII. WHAT TYPE OF FINANCIAL ASSISTANCE IS THE APPLICANT REQUESTING?

- Standard PILOT
- Deviation from Standard PILOT

If Deviation from Standard PILOT is requested, please explain _____

IX. ATTACH THE FOLLOWING FINANCIAL INFORMATION OF THE OWNER AND THE USER *Owner: see attached.*

*USER
Available for
FedEx Corp
@ fedex.com*

- A. Financial statements for last two fiscal years (unless included in the Owner's or User's annual report).
- B. Owner's and User's annual reports (or Form 10-Ks) for the two most recent fiscal years.
- C. Quarterly reports (Form 10-Qs) and current reports (Form 8-Ks) since the most recent annual report, if any.
- D. In addition, if applicable, please attach the financial information described above in items A, B, and C of any expected guarantor of a proposed bond issue other than the Owner or the User.
- E. Upon the request of the Applicant, the Agency will review the information submitted pursuant to this Section VIII and return all copies to the Applicant within two weeks after the inducement date. Please indicate whether you require the information to be returned.

yes

no

BY SIGNING THIS APPLICATION, I CERTIFY THAT I HAVE READ AND UNDERSTOOD THE PROJECT POLICY MANUAL PROVIDED TO ME BY THE IDA AND AGREE TO COMPLY WITH THE TERMS AND CONDITIONS SET FORTH THEREIN.

SIGNATURE OF PERSON COMPLETING APPLICATION

so erf
 Name: David C. Nutting
 Title: managing member
 Company: Nichols Cross Dock, LLC
 Date of Application: 5/20/15

Owner:

Nichols Cross Dock, LLC is a single purpose entity formed to own the Project on April 27, 2015. Nichols Cross Dock, LLC's sole member is NHW Syracuse, LLC. Financial statements for NHW are not produced. However, tax returns are available if requested.

CERTIFICATION

David C. Nutting (name of representative of entity submitting application, or name of individual submitting application) deposes and says that s/he (choose and complete one of the following two options) (i) is a/the managing member (title) of Nichols Cross Dock, LLC (entity name), the entity named in the attached application, or (ii) is the individual named in the attached application; that s/he has read the foregoing application and knows the contents thereof; and that the same is true to his/her knowledge.

Deponent further says that s/he is duly authorized to make this certification on behalf of her/himself or on behalf of the entity named in the attached application. The grounds of deponent's belief relative to all matters in said application which are not stated upon his/her own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as, if deponent is not an individual applicant, information acquired by deponent in the course of his/her duties in connection with said entity and from the books and papers of said entity.

As (i) the representative of said entity, or (ii) the individual applicant (such entity or individual applicant hereinafter referred to as the "Applicant"), deponent acknowledges and agrees that the Applicant shall be and is responsible for all costs incurred by the Tioga County Industrial Development Agency (hereinafter referred to as the "Agency") acting on behalf of the Applicant in connection with this application and all matters relating to the issuance of bonds or the provision of financial assistance to which this application relates. If, for any reason whatsoever, the Applicant fails to conclude or consummate necessary negotiations or fails to act within a reasonable or specified period of time to take reasonable, proper or requested action or withdraws, abandons, cancels or neglects the application, then upon presentation of an invoice, the Applicant shall pay to the Agency, its agents or assigns, all actual costs incurred with respect to the application up to that date and time, including fees to bond counsel or transaction counsel for the Agency and fees of general counsel for the Agency. Upon the successful conclusion of the transaction or sale of the bond issue contemplated herein, the Applicant shall pay to the Agency an administrative fee set by the Agency in accordance with its fee schedule in effect on the date of the foregoing application, which amount is payable at closing. The Applicant understands that the Agency's bond counsel's fees and general counsel's fees are considered issuance expenses and, therefore, can be paid or reimbursed out of the proceeds of any resultant tax-exempt bond issue only up to an aggregate amount not exceeding 2% of the face amount of such tax-exempt issue.

Tatia A. Campbell
Sworn to before me this 20th
day of may, 2015

David C. Nutting
Name: David C. Nutting
Title: managing member

(Seal) **TATIA A. CAMPBELL**
Notary Public, State of New York
Qualified in Onondaga County
No. 01CA6302415
My Commission Expires May 6, 2018

NEW YORK STATE FINANCIAL REPORTING
REQUIREMENTS FOR INDUSTRIAL DEVELOPMENT AGENCIES


Please be advised that the New York General Municipal Law imposes certain reporting requirements on IDAs and recipients of IDA financial assistance. Of particular importance to IDA applicants is Section 859 (copy attached). This section requires IDAs to transmit financial statements within 90 days following the end of an Agency's fiscal year (Tioga County IDA FY is calendar), prepared by an independent, certified public accountant, to the New York State Comptroller, the Commissioner of the New York State Department of Economic Development and the governing body of the municipality for whose benefit the Agency was created (Tioga County). These audited financial statements shall include supplemental schedules listing the following information:

1. All straight-lease ("sale-leaseback") transactions and whether or not they are obligations of the Agency.
2. All bonds and notes issued, outstanding or retired during the period and whether or not they are or were obligations of the Agency.
3. All new bond issues shall be listed and for each new bond issue, the following information is required:
 - a. Name of the project financed with the bond proceeds.
 - b. Whether the project occupant is a not-for-profit corporation.
 - c. Name and address of each owner of the project.
 - d. The estimated amount of tax exemptions authorized for each project.
 - e. Purpose for which the bond was issued.
 - f. Bond interest rate at issuance and, if variable, the range of interest rates applicable.
 - g. Bond maturity date.
 - h. Federal tax status of the bond issue.
 - i. Estimate of the number of jobs created and retained for the project.
4. All new straight lease transactions shall be listed and for each new straight lease transaction, the following information is required:
 - a. Name of the project.
 - b. Whether the project occupant is a not-for-profit corporation.
 - c. Name and address of each owner of the project.
 - d. The estimated amount of tax exemptions authorized for each project.
 - e. Purpose for which each transaction was made.
 - f. Method of financial assistance utilized for each project, other than the tax exemptions claimed by the project.
 - g. Estimate of the number of jobs created and retained for the project.

Also of importance to IDA applicants is Section 874(8) of the General Municipal Law (copy

attached), which requires agents (i.e., project owners and/or occupants) of the Agency to file an annual statement with the State Department of Taxation and Finance, of the value of all sales tax exemptions claimed by such agents or their agents, including but not limited to consultants or subcontractors, who claim exemption from sales tax by virtue of the Agency's involvement in a transaction. The penalty for failure to file the statement is removal of authority to act as agent of the Agency.

Please sign below to indicate that you have read and understood the above.


Name: David C. Nuttings
Title: Managing Member
Company: Nichols Cross Dock, LLC
Date: 5/20/15

RIDER A

TO BE COMPLETED BY ALL APPLICANTS FOR FINANCIAL ASSISTANCE FOR
RETAIL PROJECTS OR PROJECTS WITH A RETAIL COMPONENT:

1. What percentage of the total Project cost will be used to finance premises that will be primarily used in making retail sales of goods or services to customers who personally visit the premises?

2. If the Agency does not provide the financial assistance requested in this application, will the Applicant or the Project User (if different from the Applicant) locate some or all of the jobs attributable to the Project outside New York State? If so, describe.

3. Will the proposed Project make available to residents of the city, town or village within which the Project will be located goods or services that are not otherwise reasonably available to such residents? If so, describe.

RIDER B

TO BE COMPLETED BY ALL APPLICANTS FOR TAX-EXEMPT FINANCING

(Note: Bond Counsel also will require applicant to complete a Bond Counsel Questionnaire to determine whether the Project qualifies, in whole or in part, for tax-exempt financing. The information requested in this Rider is for initial screening and structuring purposes.)

A. List capital expenditures with respect to this Project:

	<u>Past 3 Years</u>	<u>Next 3 Years</u>	<u>Total</u>
Land	\$	\$	\$
Buildings			
Equipment			
Engineering			
Architecture			
Research and development			
Interest during construction			
Other (please explain)			

If an expenditure may be either treated as a capital expenditure or may be currently expensed, for these purposes it must be treated as a capital expenditure.

Research and development expenses (other than in-house wages and supplies) with respect to a facility must be treated as capital expenditures with respect to products to be produced at the facility and with respect to equipment to be used there. Research and development expenses allocable to the project under the foregoing rule must be treated as capital expenditures with respect to it even though the research and development work takes place in a different municipality or state.

Costs of molds, etc., to be used at a facility are capital expenditures even if paid by the customer.

Costs of Equipment to be moved to a facility are capital expenditures even if the purchase and initial use of the equipment occurred outside the municipality.

B. List capital expenditures with respect to other facilities of the Company or any related corporation or person, if the facilities are located in the same municipality.

	<u>Past 3 Years</u>	<u>Next 3 Years</u>	<u>Total</u>
Land	\$	\$	\$
Buildings			
Equipment			
Engineering			
Architecture			
Research and development			
Interest during construction			
Other (please explain)			